

**EXHIBIT A**

**DELPHI CORPORATION et al.**

**CERTIFICATION OF RANDALL S. EISENBERG**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**CERTIFICATION UNDER GUIDELINES FOR  
FEES AND DISBURSEMENTS FOR PROFESSIONALS**

Randall S. Eisenberg, as and for his certification pursuant to and in accordance with the Court's General Order M-151: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases ("SDNY Guidelines"), hereby respectfully certifies as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc. I have been designated with responsibility for compliance with the SDNY Guidelines and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330, adopted on January 30, 1996 (the "UST Guidelines") in these Chapter 11 cases of Delphi Corporation, et al. (the "Debtors").

2. I submit this certification in connection with the Fourth Interim Fee Application of FTI Consulting, Inc., as Restructuring and Financial Advisor To The Debtors and Debtors-in-Possession For Interim Allowance of Compensation For Professional Services Rendered and Reimbursement of Actual and Necessary Expenses For The Period October 1, 2006 Through January 31, 2007 (the "Application").

3. I have read the Application.

4. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the SDNY Guidelines, the UST Guidelines, the Final Order dated November 4, 2005 Authorizing the Employment and Retention of FTI as Restructuring and Financial Advisor to the Debtors as of October 8, 2005, the Supplemental Order dated October 19, 2006 Authorizing Expansion of Scope of Employment of FTI Consulting, Inc. as Restructuring and Financial Advisor to Debtors to Include Economic Consulting Services Nunc Pro Tunc to May 25, 2006, and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 (the “Administrative Order”).

5. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by FTI during the time period covered by the Application and generally accepted by FTI’s clients during that time period.

6. To the best of my knowledge, information and belief formed after reasonable inquiry, in incurring the reimbursable expenses to the Debtors that are the subject of the Application, with the exception of usage, storage and set-up charges for the virtual Data Room, FTI did not make a profit on that expense whether the expense was performed by FTI in-house or through a third party.

7. In respect of section B.3 of the Local Guidelines, pursuant to the Interim Compensation Order, I certify that notice of the filing of this Application has been provided to all parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases. In addition, in accordance with the Interim Compensation Order, the Application in its entirety has been served on the following parties: (i)

Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: David M. Sherbin and John D. Sheehan), (ii) FTI Consulting, Inc., 3 Times Square, 11<sup>th</sup> Floor, New York, New York 10036 (Att'n: Randall S. Eisenberg), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (vii) counsel for the agent under the Debtors' former prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (viii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian M. Resnick), (ix) Valerie Venable, GE Plastics, Americas, 9930 Kincey Avenue, Huntersville, NC 28078, and (x) Legal Cost Control, Inc., 255 Kings Highway East, Haddonfield, NJ 08033 (Att'n: John J. Marquess). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Dated: New York, New York  
March 30, 2007

/s/ Randall S. Eisenberg  
Randall S. Eisenberg  
Senior Managing Director  
FTI Consulting, Inc.  
3 Times Square, 11<sup>th</sup> Floor  
New York, New York 10036  
(212) 499-3614  
(212) 841-9350 facsimile

Restructuring and Financial Advisor for the Debtors  
and Debtors-in-Possession